# UNITED STATES DISTRICT COURT EASTERN DISTRICT OF NEW 1975 5796

MICROSOFT CORPORATION, a Washington corporation,

Plaintiff,

v.

AGA SOLUTIONS, INC., a New York corporation, d/b/a ADVANCED SOFTWARE SOLUTIONS and ADVANCED COMPUTER SOLUTIONS; MITCHELL S. ACKERMAN, a/k/a SCOTT SIMON, WANTAMANSION, and MEGAHERTZ932, an individual; and LEE K. ACKERMAN, a/k/a PASSPORT2002, an individual;

Defendants.

No.

COMPLAINT FOR DAMAGES AND INJUNCTIVE RELIEF

HURLEY, J.

IN CLERK'S OFFICE

U.S. DISTRICT COURT E.D.N.Y

\* DEC 13 2005 \*

BROOKLYN OFFICE

ORENSTEIN, M

# **INTRODUCTION**

1. This is an action by Microsoft Corporation ("Microsoft") to recover damages arising from, and to enjoin, illegal activities by AGA Solutions, Inc., Mitchell S. Ackerman and Lee K. Ackerman (collectively, "Defendants") in trafficking counterfeit Microsoft software and components. Defendants continued to advertise, distribute and sell counterfeit Microsoft products despite written warnings from Microsoft and at least one seizure of their wares by agents of the United States Customs Service. Indeed, Defendants continued to advertise, distribute, and sell Microsoft software and components despite the November 7, 2005 arrest of Mitchell Ackerman by the Nassau County District Attorney's Office on two felony counts relating to this activity. See People v. Mitchell Ackerman, Docket No. 23613/2005 (Nassau County District Court, First District).

 By this action, Microsoft seeks to recover damages, the imposition of a constructive trust upon Defendants' illegal profits and assets purchased with those profits, and injunctive relief.

### THE PARTIES

- Plaintiff Microsoft is a Washington corporation with its principal place of business in Redmond, Washington. Microsoft develops, markets, distributes and licenses computer software.
- 4. Defendant AGA Solutions, Inc. is a New York corporation with its principal place of business in Jericho, New York. At all relevant times, AGA Solutions, doing business as "Advanced Software Solutions" and "Advanced Computer Solutions," was engaged in the business of advertising, distributing and selling computer software and components, including purported Microsoft software and components. AGA Solutions conducted a substantial portion of its business on the Internet through (a) multiple websites including www.asoftwaresolutions.com and www.advancedcomputersolutions.com, and (b) on-line auctions services such as eBay.
- 5. Defendant Mitchell S. Ackerman is a resident of Jericho, New York. Mitchell Ackerman is an officer, director and/or shareholder of AGA Solutions. Upon information and belief, Mitchell Ackerman has used, and continues to use, aliases, including "Scott Simon," "wantamansion" and "megahertz932." Upon information and belief, Mitchell Ackerman is the spouse of Lee Ackerman and personally participated in and/or had the right and ability to supervise, direct and control the wrongful conduct alleged in this Complaint, and derived direct financial benefit from that wrongful conduct. At certain times, Mitchell Ackerman was identified on the <a href="www.asoftwaresolutions.com">www.asoftwaresolutions.com</a> website as president and sales manager.
- 6. Defendant Lee K. Ackerman is a resident of Jericho, New York. Upon information and belief, Lee Ackerman has used, and continues to use, aliases, including

"Passport2002." Upon information and belief, Lee Ackerman is the spouse of Mitchell Ackerman and personally participated in and/or had the right and ability to supervise, direct and control the wrongful conduct alleged in this Complaint, and derived direct financial benefit from that wrongful conduct. At certain times, Lee Ackerman was identified on the www.asoftwaresolutions.com website as head of shipping.

# JURISDICTION AND VENUE

- 7. This Court has subject matter jurisdiction over Microsoft's claims for trademark infringement, copyright infringement and related claims pursuant to 15 U.S.C. § 1121, 17 U.S.C. § 501, 18 U.S.C. § 2318, and 28 U.S.C. § 1331 and § 1338(a).
- 8. This Court has supplemental jurisdiction over Microsoft's claims arising under the laws of New York pursuant to 28 U.S.C. § 1367(a) because the claims are so related to Microsoft's claims under federal law that they form part of the same case or controversy and derive from a common nucleus of operative fact.
- 9. Venue is proper in this Court pursuant to 28 U.S.C. § 1391(b) and § 1400(a) because (a) the acts and infringement and other alleged wrongful conduct occurred in the Eastern District of New York, (b) Defendants may be found in the Eastern District of New York, and (c) Defendants have sufficient connection with the Eastern District of New York to make venue proper in this District, as alleged in this Complaint.

### **FACTS COMMON TO ALL CLAIMS**

- 10. Microsoft develops, advertises, markets, distributes, and licenses a number of computer software programs. Microsoft's software programs are recorded on magnetic diskettes and/or CD-ROM's, and they are packaged and distributed together with associated proprietary materials such as user's guides, user's manuals, end user license agreements, and other components.
- 11. Microsoft Certificates of Authenticity and Certificate of Authenticity Labels (sometimes referred to as "COAs," "COA Labels" or "COALs") are special certificates or

labeling components that are distributed with Microsoft software programs in order to help end-users verify whether they have genuine Microsoft software. COA Labels are manufactured with holograms, heat sensitive threads and other security features that make unauthorized duplication difficult.

- 12. Microsoft Windows XP: Microsoft has developed, advertises, markets, distributes, and licenses software packages known as Microsoft Windows XP Professional, Microsoft Windows XP Professional x64 Edition, and Microsoft Windows XP Home (collectively, "Windows XP"). Windows XP is an operating system for desktop and laptop systems. It performs a number of computer-related operations including, but not limited to, providing support for various applications and allowing remote access to data and applications stored in Windows XP desktops from network connections. Microsoft holds a valid copyright in Windows XP (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows XP, bearing the number TX 5-407-055 is attached hereto as Exhibit 1, and is incorporated by reference.
- 13. <u>Microsoft Windows 2000 Professional</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Windows 2000 Professional ("Windows 2000 Pro"). Windows 2000 Pro is an operating system for business desktop and laptop systems. It performs a number of computer-related operations including, but not limited to, running software applications, connecting to Internet and intranet websites, and accessing files, printers, and network resources. Microsoft holds a valid copyright in Windows 2000 Pro (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows 2000

Pro, bearing number TX 5-036-267, is attached hereto as Exhibit 2 and is incorporated by reference.

- 14. Microsoft Windows 98: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Windows 98 ("Windows 98"). Windows 98 performs a number of computer-related operations including, but not limited to, allocating computer memory, scheduling the execution of application software, and managing the flow of information and communication among the various components of the personal computer. Microsoft holds a valid copyright in Windows 98 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows 98, bearing number TX 4-687-920, is attached as Exhibit 3 and is incorporated by reference.
- 15. <u>Microsoft Windows 2003 Server</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Windows 2003 Server Standard ("Windows 2003 Server"). Windows 2003 Server is a multi-purpose network operating system for businesses of all sizes. Microsoft holds a valid copyright in Windows 2003 Server (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows 2003 Server, bearing number TX 5-811-026, is attached as Exhibit 4 and is incorporated by reference.
- 16. Microsoft Windows 2000 Server: Microsoft has developed, advertises, markets, distributes and licenses software packages known as Microsoft Windows 2000 Server and Microsoft Windows 2000 Advanced Server (collectively, "Windows 2000 Server"). Windows 2000 Server is a multi-purpose network operating system for businesses of all sizes. Microsoft holds a valid copyright in Windows 2000 Server (including user's reference manuals, user's guides, and screen displays) that was duly and

properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows 2000 Server, bearing number TX 5-036-268, is attached as Exhibit 5 and is incorporated by reference.

- 17. <u>Microsoft Windows NT Workstation 4.0</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Windows NT Workstation 4.0 ("Windows NT"). Windows NT is a multi-purpose network operating system for businesses of all sizes. Microsoft holds a valid copyright in Windows NT (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Windows NT, bearing number TX 4-395-740, is attached as Exhibit 6 and is incorporated by reference.
- 18. <u>Microsoft Office 2003</u>: Microsoft Office 2003 Professional, Microsoft Professional Enterprise Edition, and Microsoft 2003 Standard (collectively, "Office 2003") are suites of popular Microsoft software programs. Microsoft holds a valid copyright in Office 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Office 2003, bearing number TX 5-837-617, is attached as Exhibit 7 and is incorporated by reference. Office 2003 includes the following popular Microsoft software programs:
- a. <u>Microsoft Access 2003</u>, a program that allows users to create and manipulate databases and to store data. Microsoft holds a valid copyright in Microsoft Access 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Access 2003, bearing number TX 5-872-225, is attached as Exhibit 8 and is incorporated by reference.

- b. <u>Microsoft Excel 2003</u>, a program that allows users to create and manage spreadsheets, perform calculations, and store numerical data. Microsoft holds a valid copyright in Microsoft Excel 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Excel 2003, bearing number TX 5-837-636, is attached as Exhibit 9 and is incorporated by reference.
- c. <u>Microsoft Outlook 2003</u>, a program that allows users and networked teams to create and manage calendars, tasks, contacts, and email communications.

  Microsoft holds a valid copyright in Microsoft Outlook 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Outlook 2003, bearing number TX 5-900-087, is attached as Exhibit 10 and is incorporated by reference.
- d. <u>Microsoft PowerPoint 2003</u>, a program that allows users to create, organize and present overhead and slide presentations. Microsoft holds a valid copyright in Microsoft PowerPoint 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft PowerPoint 2003, bearing number TX 5-852-649, is attached as Exhibit 11 and is incorporated by reference.
- e. <u>Microsoft Word 2003</u>, a program that allows users to create and edit reports and documents. Microsoft holds a valid copyright in Microsoft Word 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the

Registration Certificate for Microsoft Word 2003, bearing number TX 5-900-088, is attached as Exhibit 12 and is incorporated by reference.

- f. Microsoft Publisher 2003, a desktop publishing program that allows users to create, customize, and publish materials such as newsletters, brochures, flyers, catalogs, and websites. Microsoft holds a valid copyright in Microsoft Publisher 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Publisher 2003, bearing number TX 5-837-618, is attached as Exhibit 13 and is incorporated by reference.
- Microsoft Office XP: Microsoft Office XP Professional, Microsoft Office XP Professional with Front Page, and Microsoft Office XP Standard ("Office XP") are suites of popular Microsoft software programs. Microsoft holds a valid copyright in Office XP (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Office XP, bearing number TX 5-329-272, is attached as Exhibit 14 and is incorporated by reference. Office XP includes the following popular Microsoft software programs:
- a. <u>Microsoft Access 2002</u>, a program that allows users to create and manipulate databases and to store data. Microsoft holds a valid copyright in Microsoft Access 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Access 2002, bearing number TX 5-321-421, is attached as Exhibit 15 and is incorporated by reference.
- b. <u>Microsoft Excel 2002</u>, a program that allows users to create and manage spreadsheets, perform calculations, and store numerical data. Microsoft holds a valid copyright in Microsoft Excel 2002 (including user's reference manuals, user's guides,

and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Excel 2002, bearing number TX 5-318-231, is attached as Exhibit 16 and is incorporated by reference.

- c. <u>Microsoft Outlook 2002</u>, a program that allows users and networked teams to create and manage calendars, tasks, contacts, and email communications.

  Microsoft holds a valid copyright in Microsoft Outlook 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Outlook 2002, bearing number TX 5-321-422, is attached as Exhibit 17 and is incorporated by reference.
- d. <u>Microsoft PowerPoint 2002</u>, a program that allows users to create, organize and present overhead and slide presentations. Microsoft holds a valid copyright in Microsoft PowerPoint 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft PowerPoint 2002, bearing number TX 5-318-232, is attached as Exhibit 18 and is incorporated by reference.
- e. <u>Microsoft Word 2002</u>, a program that allows users to create and edit reports and documents. Microsoft holds a valid copyright in Microsoft Word 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Word 2002, bearing number TX 5-321-425, is attached as Exhibit 19 and is incorporated by reference.
- f. <u>Microsoft FrontPage 2002</u>, a computer program that allows users to create and manage Internet websites. Microsoft holds a valid copyright in Microsoft

FrontPage 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft FrontPage 2002, bearing number TX 5-321-423, is attached as Exhibit 20 and is incorporated by reference.

- 20. <u>Microsoft Office 2000</u>: Microsoft Office 2000 Professional and Microsoft Office 2000 Premium ("Office 2000") are suites of popular Microsoft software programs. Microsoft holds a valid copyright in Office 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Office 2000, bearing number TX 4-905-936, is attached as Exhibit 21 and is incorporated by reference. Office 2000 includes the following popular Microsoft software programs:
- a. <u>Microsoft Access 2000</u>, a program that allows users to create and manipulate databases and to store data. Microsoft holds a valid copyright in Microsoft Access 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Access 2000, bearing number TX 4-905-950, is attached as Exhibit 22 and is incorporated by reference.
- b. <u>Microsoft Excel 2000</u>, a program that allows users to create and manage spreadsheets, perform calculations, and store numerical data. Microsoft holds a valid copyright in Microsoft Excel 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Excel 2000, bearing number TX 4-905-949, is attached as Exhibit 23 and is incorporated by reference.

- c. <u>Microsoft Outlook 2000</u>, a program that allows users and networked teams to create and manage calendars, tasks, contacts, and email communications.

  Microsoft holds a valid copyright in Microsoft Outlook 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Outlook 2000, bearing number TX 4-906-019, is attached as Exhibit 24 and is incorporated by reference.
- d. <u>Microsoft PowerPoint 2000</u>, a program that allows users to create, organize and present overhead and slide presentations. Microsoft holds a valid copyright in Microsoft PowerPoint 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft PowerPoint 2000, bearing number TX 4-905-952, is attached as Exhibit 25 and is incorporated by reference.
- e. <u>Microsoft Word 2000</u>, a program that allows users to create and edit reports and documents. Microsoft holds a valid copyright in Microsoft Word 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Word 2000, bearing number TX 4-905-951, is attached as Exhibit 26 and is incorporated by reference.
- f. Microsoft Publisher 2000, a desktop publishing program that allows users to create, customize, and publish materials such as newsletters, brochures, flyers, catalogs, and websites. Microsoft holds a valid copyright in Microsoft Publisher 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Publisher 2000, bearing number TX 4-905-937, is attached as Exhibit 27 and is incorporated by reference.

- 21. <u>Microsoft Office 97</u>: Microsoft Office 97 Professional Edition ("Office 97") is a suite of popular Microsoft software programs. Microsoft holds a valid copyright in Office 97 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Office 97, bearing number TX 4-395-984, is attached as Exhibit 28 and is incorporated by reference.
- 22. <u>Microsoft Exchange Server 2003 Enterprise</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Exchange Server 2003 Enterprise ("Exchange Server 2003"). Exchange Server 2003 is server software that enables users to send and receive electronic mail and other forms of interactive communications through a computer network. Microsoft holds a valid copyright in Exchange Server 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft Exchange Server 2003, bearing number TX 5-871-115, is attached as Exhibit 29 and is incorporated by reference.
- Microsoft SQL Server 2000: Microsoft has developed, advertises, markets, distributes and licenses software packages known as Microsoft SQL Server 2000 Enterprise Edition and Microsoft SQL Server 2000 Standard Edition ("SQL Server 2000"). SQL Server 2000 is data management software that enables users to create and manage enterprise data and analytical applications on multiple platforms. Microsoft holds a valid copyright in SQL Server 2000 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Registration Certificate for Microsoft SQL Server 2000, bearing number TX 5-195-890, is attached as Exhibit 30 and is incorporated by reference.

- 24. <u>Microsoft Office FrontPage 2003</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Office FrontPage 2003 ("Office FrontPage 2003"). Office FrontPage 2003 is a computer program that allows users to create and manage Internet websites. Microsoft holds a valid copyright in Office FrontPage 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Office FrontPage 2003, bearing number TX 5-837-613, is attached as Exhibit 31 and is incorporated by reference.
- 25. <u>Microsoft One Note 2003</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft OneNote 2003 ("One Note 2003"). One Note 2003 is a computer program that enables users to electronically take, organize and use notes on a laptop computer, desktop computer or tablet pc. Microsoft holds a valid copyright in One Note 2003 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft One Note 2003, bearing number TX 5-837-620, is attached as Exhibit 32 and is incorporated by reference.
- 26. <u>Microsoft Project 2003</u>: Microsoft has developed, advertises, markets, distributes and licenses software packages known as Microsoft Project Server 2003 and Microsoft Office Project Professional 2003 (collectively, "Project 2003"). Project 2003 is a suite of Enterprise Project Management software that is designed to assist businesses in managing schedules and resources. Microsoft holds valid copyrights in Project 2003 (including user's reference manuals, user's guides, and screen displays) that were duly and properly registered with the United States Copyright Office. True and correct copies of the Copyright Registration Certificate for Microsoft Project Server 2003 and Microsoft Office

Project Professional 2003, bearing numbers TX 5-837-616 and TX 5-837-615, respectively, are attached as Exhibits 33 and 34, and are incorporated by reference.

- Microsoft Project 2002: Microsoft has developed, advertises, markets, distributes and licenses software packages known as Microsoft Project Server 2002 and Microsoft Project Professional 2002 (collectively, "Project 2002"). Project 2002 is a suite of Enterprise Project Management software that is designed to assist businesses in managing schedules and resources. Microsoft holds valid copyrights in Project 2002 (including user's reference manuals, user's guides, and screen displays) that were duly and properly registered with the United States Copyright Office. True and correct copies of the Copyright Registration Certificate for Microsoft Project Server 2002 and Microsoft Project Professional 2002, bearing numbers TX 5-581-505 and TX 5-578-198, respectively, are attached as Exhibits 35 and 36, and are incorporated by reference.
- Microsoft Publisher 2002: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Publisher 2002 ("Publisher 2002"). Publisher 2002 is a desktop publishing program that allows users to create, customize, and publish materials such as newsletters, brochures, flyers, catalogs, and websites. Microsoft holds a valid copyright in Publisher 2002 (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Publisher 2002, bearing number TX 5-321-424, is attached as Exhibit 37 and is incorporated by reference.
- 29. <u>Microsoft Visio 2003 Professional</u>: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Visio 2003 Professional ("Visio 2003 Pro"). Visio 2003 Pro is a diagramming application that helps business and technical users to document, design, communicate and automate complex ideas, processes and systems. Microsoft holds a valid copyright in Visio 2003 Pro

(including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Visio 2003 Pro, bearing number TX 5-837-614, is attached as Exhibit 38 and is incorporated by reference.

- 30. Microsoft Visual Studio .NET Enterprise Architect 2003: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Visual Studio .NET Enterprise Architect 2003 ("Visual Studio .NET"). Visual Studio .NET is a suite of developer tools for desktop and team-based Enterprise Web applications. Microsoft holds a valid copyright in Visual Studio .NET (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Visual Studio .NET, bearing number TX 5-788-106, is attached as Exhibit 39 and is incorporated by reference.
- 31. Microsoft Business Contact Manager: Microsoft has developed, advertises, markets, distributes and licenses a software package known as Microsoft Business Contact Manager ("Business Contact Manager"). Business Contact Manager is a computer program that works with Outlook 2003 to manage electronic mail, calendars, contacts and other personal and team information. Microsoft holds a valid copyright in Business Contact Manager (including user's reference manuals, user's guides, and screen displays) that was duly and properly registered with the United States Copyright Office. A true and correct copy of the Copyright Registration Certificate for Microsoft Business Contact Manager, bearing number TX 5-877-513, is attached as Exhibit 40 and is incorporated by reference.
- 32. Microsoft has also duly and properly registered a number of trademarks and a service mark in the United States Patent and Trademark Office on the Principal Register, including, but not limited to:

- a. "MICROSOFT," Trademark and Service Mark Registration No.
   1,200,236 and Renewal, for computer programs and computer programming services;
- b. "MICROSOFT," Trademark Registration No. 1,256,083, for computer hardware and software manuals, newsletters, and computer documentation;
- c. "WINDOWS," Trademark Registration No. 1,872,264, for computer programs and manuals sold as a unit;
- d. WINDOWS FLAG LOGO, Trademark Registration No. 1,816,354, for computers, computer peripherals, and computer programs and manuals sold as a unit;
- e. COLORED WINDOWS LOGO, Trademark Registration No. 1,815,350, for computers, computer peripherals, and computer programs and manuals sold as a unit;
- f. "POWERPOINT," Trademark Registration No. 1,475,795, for prerecorded computer programs recorded on magnetic disks;
- g. "MICROSOFT ACCESS," Trademark Registration No. 1,741,086, for computer programs for use with databases and manuals sold as a unit;
- h. "BOOKSHELF," Trademark Registration No. 1,592,783, for computers, computer programs and manuals sold as a unit;
- i. PUZZLE PIECE LOGO, Trademark Registration No. 1,982,562, for computer programs and instruction manuals sold as a unit;
- j. COLORED FLAG DESIGN, Trademark Registration No. 2,744,843, for computer software and manuals sold as a unit therewith; and
- k. "OUTLOOK," Trademark Registration No. 2,188,125, for computer programs, specifically programs providing enhanced electronic mail and scheduling capabilities and instructional manuals sold as a unit.

33. True and correct copies of the Trademark Registrations for Paragraphs 32.a. through 32.k. are attached hereto as Exhibits 41 through 51, respectively, and are incorporated by reference.

# **DEFENDANTS' WRONGFUL CONDUCT**

- 34. Beginning at a time unknown and continuing to at least November 2005, Defendants engaged in the illegal and unlawful business of advertising, distributing and selling counterfeit, tampered and/or infringing computer software and components covered by Microsoft's registered copyrights and bearing Microsoft's registered trademarks or imitations thereof.
- 35. Defendants have used multiple channels of interstate and foreign commerce to advertise, distribute and sell counterfeit, tampered and/or infringing Microsoft products, including at least two websites and at least three on-line auction accounts. Two of these online auction accounts were registered to Defendant Mitchell Ackerman and one was registered to Defendant Lee Ackerman:
- a. Beginning at a time unknown and continuing to at least in or about November 2005, Defendants sold counterfeit, tampered and/or infringing Microsoft products on the Internet through a website at www.asoftwaresolutions.com. This website displays a photograph of what purports to be a store with the name "Advanced Software Solutions." However, no such "store" exists. In truth and fact, and as Defendants well knew, the illegal business was operated from the residence of Defendants Mitchell and Lee Ackerman in Jericho, New York, and from a private mailbox rented in Jericho, New York.
- b. Beginning at a time unknown and continuing to at least November 2002, Defendants sold counterfeit, tampered and/or infringing Microsoft products through a website at www.advancedcomputersolutions.com. The website included a link that redirected customers to Defendants' website at www.asoftwaresolutions.com.

- c. Microsoft is informed and believes that beginning at a time unknown and continuing to at least December 2004, Defendants advertised the sale of Microsoft products that were counterfeit, tampered and/or infringing through eBay, an on-line auction service with offices in San Jose, California. The auctions were posted under the name "wantamansion" and through an account registered to Defendant Mitchell Ackerman.
- d. Microsoft is informed and believes that beginning at a time unknown and continuing to at least January 2005, Defendants advertised the sale of Microsoft products that were counterfeit, tampered and/or infringing through eBay. The auctions were posted under the name "megahertz932" and through an account registered to Defendant Mitchell Ackerman.
- e. Microsoft is informed and believes that beginning at a time unknown and continuing to at least March 2002, Defendants advertised the sale of Microsoft products that were counterfeit, tampered and/or infringing through eBay. The auctions were posted under the name "passport2002" and through an account registered to Defendant Lee Ackerman.

### A. Counterfeit Microsoft Products

- 36. From in or about May 2002, Microsoft received complaints from individuals who and businesses that contacted Microsoft about software they had purchased from Defendants. Microsoft analyzed much of the software purchased by these third parties and determined that this software included counterfeit and/or infringing software.
- 37. In an effort to corroborate these third party reports, and in response to other evidence of counterfeiting, Microsoft engaged the services of private investigators who purchased multiple units of purported Microsoft software through Defendants' website at www.asoftwaresolutions.com. The items purchased were then analyzed.

- 38. Together, the test purchases and software submitted by third parties confirmed that Defendants were trafficking in counterfeit Microsoft software from on or about at least May 31, 3005 up to and including at least November 2005:
- a. On or about May 31, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in a finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- b. On or about May 31, 2005, Microsoft received and analyzed a sample of Microsoft SQL Server 2000 Standard Edition that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in a finding that the CD-ROM (software) was genuine, but that the accompanying End User License Agreement was counterfeit.
- c. On or about July 29, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in Illinois who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- d. On or about August 4, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in California who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- e. On or about August 5, 2005, Microsoft received and analyzed five samples of Microsoft Windows XP Professional that had been voluntarily submitted by three unrelated individuals in California who contacted Microsoft after purchasing the

software from Defendants. That analysis resulted in the finding that the CD-ROMs (software), COA Label and Manual were counterfeit.

- f. On or about August 10, 2005, Microsoft received and analyzed three samples of Microsoft Windows XP Professional that had been voluntarily submitted by individuals in California, Pennsylvania and Washington who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROMs (software) and COA Label were counterfeit.
- g. On or about August 17, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in South Carolina who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- h. On or about August 30, 2005, Microsoft received and analyzed two samples of Microsoft Windows XP Professional that had been voluntarily submitted by individuals in Virginia and Florida who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROMs (software) and COA Label were counterfeit.
- i. On or about September 7, 2005, Microsoft received and analyzed three samples of Microsoft Windows XP Professional that had been voluntarily submitted by three unrelated individuals in Arizona and Delaware who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROMs (software), COA Labels and Manuals were counterfeit.
- j. On or about September 13, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in Arkansas who contacted Microsoft after purchasing the software from

Defendants. That analysis resulted in the finding that the CD-ROM (software), COA Label and Manual were counterfeit.

- k. On or about September 28, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in California who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software) and COA Label were counterfeit.
- On or about October 25, 2005, Microsoft received and analyzed
  a sample of Microsoft Office 2003 Professional that had been purchased by a private
  investigator from Defendants' website at www.asoftwaresolutions.com. That analysis
  resulted in a finding that the CD-ROM (software), COA Label and Manual were
  counterfeit.
- m. On or about October 25, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in a finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- n. On or about October 27, 2005, Microsoft received and analyzed a sample of Microsoft Office 2003 Professional that had been voluntarily submitted by a business in Wisconsin that contacted Microsoft after purchasing the software from Defendants. That analysis resulted in a finding that the CD-ROM (software), COA Label and Manual were counterfeit.
- o. On or about October 27, 2005, Microsoft received and analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in Wisconsin who contacted Microsoft after purchasing the software from

Defendants. That analysis resulted in a finding that the CD-ROM (software), COA Label and Manual were counterfeit.

p. On or about August 1, 2005, Microsoft analyzed a sample of Microsoft Windows XP Professional that had been voluntarily submitted by an individual in Illinois who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software), COA Label and Manual were counterfeit.

# B. Tampered Microsoft Products

- 38. The test purchases conducted by Microsoft and the software submitted by third parties to Microsoft also established that Defendants sold genuine Microsoft software that had been tampered with to overcome security features imposed by Microsoft:
- a. On or about October 21, 2002, Microsoft received and later analyzed a sample of Microsoft Office 2000 Premium that had been voluntarily submitted by an individual in Rhode Island who contacted Microsoft after purchasing the software from Defendants. That analysis resulted in the finding that the CD-ROM (software) was genuine, but that the CD-ROM had been tampered by the placement of a sticker over the "Not For Resale" warning label printed on the disc.
- b. On or about April 1, 2004, Microsoft received and analyzed a sample of Microsoft Office XP Professional that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that the CD-ROM (software) was genuine, but that the accompanying product key (a number listed on the product which enables the user to access the product and then directs the user to a Microsoft registration website) had been tampered with.

# C. <u>Mislicensed or Infringing Microsoft Products</u>

- 39. The test purchases conducted by Microsoft and the software submitted by third parties to Microsoft also established that Defendants were selling genuine Microsoft software that was not for resale, or that Defendants were not licensed or authorized to sell:
- a. On or about September 11, 2002, Microsoft received and analyzed a sample of Microsoft Office 2000 Professional that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-ROM (software) was genuine, it was an Original Equipment Manufacturers ("OEM") version that had been sold by Defendants "unbundled," (i.e., sold as an individual component rather than together with the other components as intended to be sold) in violation of Microsoft licensing rights.
- b. On or about February 19, 2004, Microsoft received and analyzed a sample of Microsoft Office 2003 Professional that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-ROM (software) was genuine, it was a Not For Resale ("NFR") version that had been sold by Defendants in violation of Microsoft licensing rights.
- c. On or about April 1, 2004, Microsoft received and analyzed samples of Microsoft Office XP Professional, Windows 98 Second Edition and Office 97 that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-ROMs (software) were genuine, they were OEM and Full Packaged Product ("FPP") versions that had been sold by Defendants "unbundled," in violation of Microsoft licensing rights.
- d. On or about May 31, 2005, Microsoft received and analyzed a sample of Microsoft Office 2003 Professional that had been purchased by a private

investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-Rom (software) was genuine, it was a World Wide Fulfillment ("WWF") version that required a volume licensing agreement, which Defendants lacked, and had been sold by Defendants in violation of Microsoft licensing rights.

- e. On or about September 9, 2005, Microsoft received and analyzed five samples of Microsoft Windows XP Professional x64 Edition, and Office 97

  Professional (four units) that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-ROMs (software) were genuine, they were WWF, OEM, FPP and Academic versions that required special licensing agreements, which Defendants lacked, and had been sold by Defendants in violation of Microsoft licensing rights.
- f. On or about October 11, 2005, Microsoft analyzed a sample of Microsoft Windows XP Professional x64 Edition that had been purchased by a private investigator from Defendants' website at www.asoftwaresolutions.com. That analysis resulted in the finding that while the CD-ROM (software) was genuine, it was a WWF version that required a volume licensing agreement, which Defendants lacked, and had been sold by Defendants in violation of Microsoft licensing rights.

### D. Cease and Desist Warnings from Microsoft

- 40. These illegal practices continued despite the fact that Microsoft has sent multiple written warnings, by letter and electronic communication, in connection with these practices and asking for these practices to cease and desist.
- a. On or about May 30, 2002, Microsoft notified Defendants about a report that Defendants were distributing counterfeit or unlicensed software, and warned Defendants about the penalties for copyright and trademark violations.

- b. On or about October 31, 2003, Microsoft notified Defendants that they were distributing counterfeit software, warned Defendants about the penalties for copyright and trademark violations, and demanded that Defendants immediately cease and desist from their infringing activities.
- c. On or about January 6, 2004, Microsoft notified Defendants that they were distributing counterfeit software, warned Defendants about the penalties for copyright and trademark violations, and demanded that Defendants immediately cease and desist from their infringing activities.
- d. On or about January 7, 2005, Microsoft notified Defendants about the illegal distribution of Microsoft Certificates of Authenticity (COA), in violation of federal civil and criminal law.
- e. Between in or about March 2002 and December 2004, Microsoft issued at least ten notices to eBay that resulted in the removal or suspension of on-line auctions posted by Defendants.

### E. Law Enforcement Involvement

- 41. Microsoft is informed and believes that on or about July 14, 2005, agents of the United States Customs Service ("Customs Service") seized a shipment of 50 units of Microsoft Windows XP Professional that had entered the country from China. Microsoft is informed and believes that the intended recipient of the shipment was Defendant Mitchell Ackerman, using the alias "Scott Simon," care of a private mailbox maintained by Defendants in Jericho, New York.
- 42. On or about October 10, 2005, Microsoft was requested by the Customs Service to analyze a sample unit of Windows XP Professional that had been seized on or about July 15, 2005 to determine whether the software was a genuine Microsoft product. The resulting laboratory analysis of this sample unit determined that the CD-ROM (software), COA Label and Manual were counterfeit.

- 43. On or before November 7, 2005, law enforcement authorities obtained a search warrant from a New York state court and on or about November 7, 2005 executed that warrant at the residence of Defendants Mitchell and Lee Ackerman in Jericho, New York. Microsoft is informed and believes that the search resulted in the seizure and impoundment of approximately 2,569 units of counterfeit, tampered and/or infringing software and components. Microsoft estimates that the seized items had an estimated retail price of approximately \$1,078,772. Additionally, Microsoft is informed and believes that during the execution of the search warrant, it was noticed that the basement of Defendants Mitchell Ackerman and Lee Ackerman's residence had been set up to function as an office, complete with approximately five work stations, a shrink wrap machine, and numerous shipping materials. Counterfeit, tampered, and/or infringing Microsoft software and components intended for sale or resale were found in plain view in this office, and it was clear from labels that at least a portion of such had been shipped from China. Moreover, a significant number of labels that had been cut from original Microsoft packaging were in a garbage can in this office. These discarded labels identified the purpose for which the original Microsoft products were intended.
- 44. The software seized as a result of the execution of the warrant at the residence of Defendants Mitchell and Lee Ackerman included counterfeit, tampered, and/or infringing versions of some of Microsoft's most popular products, including Windows XP, Windows 2000 Pro, Windows 98, Windows 2003 Server, Windows 2000 Server, Windows NT, Office 2003, Office XP, Office 2000, Office 97, Exchange Server 2003, SQL Server 2000, Office FrontPage 2003, One Note 2003, Project 2003, Project 2002, Publisher 2002, Visio 2003 Pro, Visual Studio .NET, Business Contact Manager, and other software covered by Microsoft's registered copyrights and bearing Microsoft's registered trademarks or imitations thereof. The volume of the materials seized as well as the past actions of the

Defendants, among other things, demonstrate that the Defendants intended to traffic in these items.

- 45. Also seized from the residence of Defendants Mitchell and Lee Ackerman on or about November 7, 2005 were Microsoft COA Labels, Product Key Labels, End User License Agreements, and other software-related components covered by Microsoft's registered copyrights and bearing Microsoft's registered trademarks or imitations thereof. The volume of the COA Labels seized as well as the past actions of the Defendants, among other things, demonstrate that the Defendants intended to traffic the COA Labels, as well as these other items.
- 46. On or about November 7, 2005, Defendant Mitchell Ackerman was arrested by agents of the Nassau County District Attorney. Microsoft is informed and believes that Defendant Mitchell Ackerman was charged with two felony counts, including one count of possession of stolen property and one count of trademark counterfeiting, in violation of New York State Penal Law. See People v. Mitchell Ackerman, Docket No. 23613 (Nassau County District Court, First District).
- 47. Defendants' acts were willful and deliberate, and were committed with prior notice and knowledge of Microsoft's copyrights and registered marks. Evidencing an intent to deceive, Defendants' website at www.asoftwaresolutions.com prominently displayed a large number of Microsoft products, and included repeated representations that Defendants sell only "genuine" Microsoft products when, in truth and fact and as Defendants well knew, these representations were false.
- 48. Evidencing a further intent to deceive, Defendants have held out Advanced Software Solutions as a brick-and-mortar store front and even included a photograph of their purported store on Defendants' website at www.asoftwaresolutions.com when, in truth and fact and as Defendants well knew, the business was operated from the residence of

Defendants Mitchell Ackerman and Lee Ackerman, and from a private mailbox in Jericho, New York.

- 49. Despite repeated warnings from Microsoft, and despite the November 7, 2005 search of the residence of Defendants Mitchell Ackerman and Lee Ackerman and the arrest of Defendant Mitchell Ackerman, at least as of December 10, 2005 Defendants continued to advertise several Microsoft products on the website at www.asoftwaresolutions.com, and continued to represent that they sell only "genuine" Microsoft products. Indeed, under the heading "Featured Products," Defendants list no less than five Microsoft products: Office XP Professional, Windows XP Professional x64 Edition, Office 2003 Professional, Project 2003 Professional, and Project 2003 Standard. As of that date, the website listed the company president as "Mitch A." and provided a contact telephone number with a (516) area code, which is the area code for Jericho, New York. It also provided a contact email, among others, of sales@asoftwaresolutions.com.
- 50. Defendants' wrongful conduct, as herein alleged, has caused and continues to cause significant and irreparable harm to Microsoft. Microsoft brings this action to recover damages for the harm it has sustained, to impose a constructive trust upon Defendants' illegal profits and assets purchased with those profits, and to obtain injunctive relief prohibiting Defendants' further violations and infringements.

### FIRST CLAIM

# [Copyright Infringement – 17 U.S.C. § 501, et seq.]

- 51. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 50, inclusive.
- 52. Microsoft is the sole owner and licensor of Microsoft Windows XP Professional, Windows 2000 Professional, Windows 2000 Server, Windows 98, Office 2003 Professional, Office XP Professional, Office 2000 Professional and other software and components covered by Microsoft's registered copyrights and bearing Microsoft's

registered trademarks or imitations thereof, and of all corresponding copyrights and Certificates of Registration.

- 53. Defendants have infringed the copyrights in Microsoft's software, including, but not limited to Microsoft Windows XP Professional, Windows 2000 Professional, Windows 2000 Server, Windows 98, Office 2003 Professional, Office XP Professional, Office 2000 Professional and other software and components covered by Microsoft's registered copyrights and bearing Microsoft's registered trademarks or imitations thereof, by distributing infringing materials in the United States of America, without approval or authorization from Microsoft.
- 54. Defendants' conduct has been willful within the meaning of the Copyright Act, 17 U.S.C. § 501 et seq. At a minimum, Defendants acted with willful blindness to and in reckless disregard of Microsoft's registered copyrights.
- 55. As a result of their wrongful conduct, Defendants are liable to Microsoft for copyright infringement. Microsoft has suffered, and will continue to suffer, substantial losses, including, but not limited to, damage to its business reputation and goodwill. Microsoft is entitled to recover damages, which include its losses and all profits Defendants have made as a result of their wrongful conduct, pursuant to 17 U.S.C. § 504(b).
- 56. Alternatively, Microsoft is entitled to statutory damages pursuant to 17 U.S.C. § 504(c). In addition, because Defendants' infringement has been willful within the meaning of the Copyright Act, the award of statutory damages should be enhanced pursuant to 17 U.S.C. § 504(c)(2).
- 57. Microsoft is also entitled to injunctive relief pursuant to 17 U.S.C. § 502 and to an order impounding any and all infringing materials pursuant to 17 U.S.C. § 503. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's copyrights are unique and valuable property which have no readily determinable market value, (b) Defendants' infringement harms

Microsoft's business reputation and goodwill such that Microsoft could not be made whole by any monetary award, and (c) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.

58. Microsoft is also entitled to recover its attorneys' fees and costs of suit, pursuant to 17 U.S.C. § 505.

# SECOND CLAIM

# [Trademark Infringement — 15 U.S.C. § 1114, et seq.]

- 59. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 58, inclusive.
- 60. Defendants' activities constitute infringement of Microsoft's federally registered trademarks and service mark in violation of the Lanham Trademark Act, including, but not limited to, 15 U.S.C. § 1114(1).
- 61. Because Microsoft has marketed, advertised, promoted, distributed, and licensed its software under the trademarks and service mark described in this Complaint, these trademarks and service mark are the means by which Microsoft's software is distinguished from the software and related items of others in the same field or related fields.
- 62. Because of Microsoft's long, continuous, and exclusive use of these trademarks and service mark, they have come to mean, and are understood by customers, end users, and the public to signify software programs or services of Microsoft.
- 63. The infringing materials that Defendants have and are continuing to use, offer, advertise, market, install or distribute are likely to cause confusion, mistake, or deception as to their source, origin, or authenticity.
- 64. Further, Defendants' activities are likely to lead the public to conclude, incorrectly, that the infringing materials that Defendants are using, advertising, installing,

marketing, offering, or distributing originate with or are authorized by Microsoft, to the damage and harm of Microsoft, its licensees, and the public.

- 65. Defendants used, offered, advertised, marketed, installed, offered or distributed infringing material with the willful and calculated purposes of (a) misleading, deceiving, or confusing customers and the public as to the origin and authenticity of the infringing materials, and (b) trading upon Microsoft's goodwill and business reputation. At a minimum, Defendants acted with willful blindness to and in reckless disregard of Microsoft's registered marks.
- 66. As a result of their wrongful conduct, Defendants are liable to Microsoft for trademark infringement. Microsoft has suffered, and will continue to suffer, substantial losses, including, but not limited to, damage to its business reputation and goodwill. Microsoft is entitled to recover damages, which include its losses and all profits Defendants have made as a result of their wrongful conduct, pursuant to 15 U.S.C. § 1117(a).
- 67. In addition, because Defendants' infringement of Microsoft's trademarks and service mark was willful, within the meaning of the Lanham Trademark Act, the award of damages and profits should be trebled pursuant to 15 U.S.C. § 1117(b). Alternatively, the award of statutory damages should be enhanced pursuant to 15 U.S.C. § 1117(c).
- 68. Microsoft is also entitled to injunctive relief pursuant to 15 U.S.C. § 1116(a) and to an order compelling the impounding of all infringing materials being used, offered, marketed, or distributed by Defendants pursuant to 15 U.S.C. § 1116, subsections (a) and (d)(1)(A), and pursuant to 28 U.S.C. § 1651. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's trademarks and service mark are unique and valuable property which have no readily determinable market value, (b) Defendants' infringement constitutes harm to Microsoft's business reputation and goodwill such that Microsoft could not be made whole by any monetary award, (c) if Defendants' wrongful conduct is allowed to continue, the public is likely to become further

confused, mistaken, or deceived as to the source, origin or authenticity of the infringing materials, and (d) Defendants' wrongful conduct, and the resulting damages to Microsoft, is continuing.

69. Microsoft is also entitled to recover its attorneys' fees and costs of suit, pursuant to 15 U.S.C. § 1117.

## THIRD CLAIM

# [False Designation of Origin, False Description, and False Representation of Microsoft Packaging – 15 U.S.C. § 1125 et seq.]

- 70. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 69, inclusive.
- 71. Because Microsoft advertises, markets, distributes, and licenses its software under the trademarks and service mark described in this Complaint, these trademarks and service mark are the means by which Microsoft's software is distinguished from the software or products of others in the same field or related fields.
- 72. Because of Microsoft's long, continuous, and exclusive use of these trademarks and service mark, they have come to mean, and are understood by customers, end users, and the public to signify, software or services of Microsoft.
- 73. Microsoft has designed distinctive and aesthetically pleasing displays, logos, icons, graphic images, and packaging (collectively, "Microsoft visual designs") for its software programs.
- 74. Defendants' wrongful conduct includes the use, advertising, marketing, offering, or distribution of Microsoft's marks, name, and/or imitation visual designs (specifically displays, logos, icons, graphic designs, and/or packaging) that are virtually indistinguishable from Microsoft visual designs, in connection with their goods and services.
- 75. Defendants engaged in such wrongful conduct with the willful purpose of (a) misleading, deceiving, or confusing customers and the public as to the origin and

authenticity of the goods and services offered, marketed or distributed in connection with Microsoft's marks, name, and imitation visual designs, and (b) of trading upon Microsoft's goodwill and business reputation. Defendants' conduct constitutes (a) false designation of origin, (b) false or misleading description, and (c) false or misleading representation that the imitation visual designs originate from or are authorized by Microsoft, all in violation of § 43(a) of the Lanham Trademark Act, set forth at 15 U.S.C. §1125(a).

- 76. Defendants' wrongful conduct is likely to continue unless restrained and enjoined.
- 77. As a result of Defendants' wrongful conduct, Microsoft has suffered and will continue to suffer damage and losses, including, but not limited to, irreparable injury to its business reputation and goodwill. Microsoft is entitled to injunctive relief and to an order compelling the impounding of all imitation visual designs being used, offered, advertised, marketed, installed or distributed by Defendants. Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's marks, names, and visual designs are unique and valuable property which have no readily determinable market value, (b) Defendants' advertising, marketing, installation or distribution of imitation visual designs constitutes harm to Microsoft's business reputation and goodwill such that Microsoft could not be made whole by any monetary award, and (c) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.

# **FOURTH CLAIM**

# [Trafficking in Counterfeit Labels, Illicit Labels, and Counterfeit Documentation and Packaging – 18 U.S.C. § 2318]

- 78. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 77, inclusive.
- 79. Microsoft distributes its software with currency-like certificates or labeling components known as Certificates of Authenticity and Certificate of Authenticity Labels.

Microsoft distributes COA Labels with its software to verify that the software is genuine Microsoft software and is not counterfeit or infringing of any copyright.

- 80. Upon information and belief, Defendants have knowingly trafficked in counterfeit Microsoft COA Labels and counterfeit Microsoft documentation and packaging, by affixing, enclosing, and accompanying Microsoft software and counterfeit Microsoft software with counterfeit COA Labels, documentation and packaging, in violation of 18 U.S.C. § 2318(a).
- 81. Upon information and belief, Defendants have knowingly trafficked in illicit Microsoft COA Labels, by distributing or intending to distribute genuine Microsoft COA Labels, including certificates, licensing documents, registration cards and similar labeling components, without the software to which such COA Labels were intended to be affixed by Microsoft, in violation of 18 U.S.C. § 2318(a).
- 82. Defendants' wrongful conduct was committed within the United States and involved the use or intended use of mail or a facility of interstate or foreign commerce.
- 83. Microsoft is entitled to recover actual damages as well as Defendants' profits pursuant to 18 U.S.C. § 2318(f)(3). Alternatively, Microsoft is entitled to statutory damages pursuant to 18 U.S.C. § 2318(f)(4).
- 84. Defendants' wrongful conduct is likely to continue unless restrained and enjoined.
- 85. Microsoft is entitled to injunctive relief pursuant to 18 U.S.C. § 2318(f)(2)(A) and to an order impounding any and all infringing materials pursuant to 18 U.S.C. § 2318(f)(2)(B). Microsoft has no adequate remedy at law for Defendants' wrongful conduct because, among other things, (a) Microsoft's COA Labels are unique and valuable property which have no readily determinable market value, (b) Defendants' infringement harms Microsoft's business reputation and goodwill such that Microsoft could

not be made whole by any monetary award, and (c) Defendants' wrongful conduct, and the resulting damage to Microsoft, is continuing.

86. Microsoft is also entitled to recover its attorneys' fees and costs of suit, pursuant to 18 U.S.C. § 2318(f)(2)(C)(i).

# FIFTH CLAIM

# [Violation of the New York Deceptive Trade Practices Act - N.Y. Gen. Bus. L. § 349, et seq.]

- 87. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 86, inclusive.
- 88. Defendants' actions constitute unfair, unconscionable and/or deceptive trade practices in the course of their business and in the conduct of trade or commerce, in violation of the New York Deceptive Trade Practices Act, N.Y. Gen. Bus. L. § 349, et seq. In that regard, Defendants' actions have caused and will continue to cause a likelihood or probability of confusion or misunderstanding as to the source, affiliation, sponsorship, approval or certification of software and/or components installed, marketed, manufactured, distributed, advertised and/or duplicated by Defendants.
- 89. Defendants' conduct has caused, and continues to cause, harm to the public. The harm to the public includes Defendants' distribution and sale, to residents of New York and elsewhere, of counterfeit, tampered and/or infringing Microsoft software that is inferior to genuine Microsoft software. Defendants' conduct has caused, and continues to cause, public confusion as to the source, origin and authenticity of Microsoft's goods and services.
- 90. Defendants' conduct as alleged above has damaged and will continue to damage Microsoft's goodwill and reputation and has resulted in losses to Microsoft and an illicit gain of profit to Defendants in an amount that is unknown at the present time.
- 91. Microsoft is also entitled to recover its attorneys' fees pursuant to N.Y. Gen. Bus. L. § 349, et seq.

### SIXTH CLAIM

# [New York Common Law Unfair Competition]

- 92. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 91, inclusive.
- 93. The acts and conduct of Defendants as alleged above in this Complaint constitute unfair competition pursuant to the common law of the State of New York.

  Defendants engaged in this unfair competition in bad faith.
- 94. Defendants' conduct has caused, and continues to cause, harm to the public. The harm to the public includes Defendants' distribution and sale, to residents of New York and elsewhere, of counterfeit, tampered and/or infringing Microsoft software that is inferior to genuine Microsoft software. Defendants' conduct has caused, and continues to cause, public confusion as to the source, origin and authenticity of Microsoft's goods and services. These actions are likely to lead the public to conclude, incorrectly, that the counterfeit, tampered or infringing software distributed and sold by Defendants originated with or was authorized by Microsoft, to the damage and harm of Microsoft, its licensees and the public.
- 95. Defendants' conduct as alleged above has damaged and will continue to damage Microsoft's goodwill and reputation and has resulted in losses to Microsoft and an illicit gain of profit to Defendants in an amount that is unknown at the present time.

#### SEVENTH CLAIM

# [For Imposition of a Constructive Trust upon Illegal Profits]

- 96. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 95, inclusive.
- 97. Defendants' conduct constitutes deceptive, fraudulent, and wrongful conduct in the nature of passing off the infringing materials as genuine Microsoft software or related components approved or authorized by Microsoft.

- 98. By virtue of Defendants' wrongful conduct, Defendants have illegally received money and profits that rightfully belong to Microsoft.
- 99. Microsoft is also entitled, pursuant to 17 U.S.C. § 504, 15 U.S.C. § 1117, and 18 U.S.C. § 2318, to recover any and all profits of Defendants that are attributable to their acts of infringement or violations thereof.
- 100. Upon information and belief, Defendants hold the illegally received money and profits in the form of bank accounts, real property, and personal property (including motor vehicles) that can be located and traced.
- 101. Defendants hold the money and profits they have illegally received as constructive trustees for the benefit of Microsoft.

#### **EIGHTH CLAIM**

#### [Unjust Enrichment]

- 102. Microsoft repeats and incorporates by this reference each and every allegation set forth in paragraphs 1 through 101, inclusive.
- 103. Defendants have usurped for themselves trade secrets, proprietary information, revenues, and other property rights belonging to Microsoft for the purpose of enhancing the commercial value of Defendants' goods.
- 104. As a direct and proximate result of their unlawful and improper acts,

  Defendants have been unjustly enriched and Microsoft has suffered, and will continue to
  suffer, loss of profits by virtue of Defendants' conduct. The exact amount of unjust profits
  realized by Defendants and profits lost by Plaintiff Microsoft are presently unknown to it
  and cannot be readily ascertained without an accounting.
- 105. Defendants' unlawful advertising, marketing, installing, offering and/or distributing of counterfeit and infringing copies of Microsoft's software and/or related components, and their usurpation of Microsoft's trade secrets, proprietary information, revenues and other property rights belonging to Microsoft, has caused and will continue to

cause irreparable injury to Microsoft unless Defendants are preliminarily and permanently restrained and enjoined from this activity.

#### **NINTH CLAIM**

#### [Accounting]

- 106. Microsoft repeats and incorporates by this reference each and every allegation as set forth in paragraphs 1 through 105, inclusive.
- 107. Microsoft is entitled, pursuant to 17 U.S.C. § 504, 15 U.S.C. § 1117, and 18 U.S.C. § 2318, to recover any and all profits of Defendants that are attributable to their acts of infringement or violations thereof.
- 108. The amount of money due from Defendants to Microsoft is unknown to Microsoft and cannot be ascertained without a detailed accounting by Defendants of the precise number of units of infringing material offered for distribution and distributed by Defendants.

#### PRAYER FOR RELIEF

WHEREFORE, Microsoft respectfully requests judgment as follows:

- 1. That the Court enter a judgment against Defendants that they have:
- a. willfully infringed Microsoft's rights in the following federally registered copyrights in violation of 17 U.S.C. § 501:
  - (1) TX 5-407-055 ("Windows XP Professional");
  - (2) TX 5-036-267 ("Windows 2000 Professional");
  - (3) TX 4-687-920 ("Windows 98");
  - (4) TX 5-811-026 ("Windows 2003 Server");
  - (5) TX 5-036-268 ("Windows 2000 Server");
  - (6) TX 4-395-740 ("Windows NT Workstation 4.0");
  - (7) TX 5-837-617 ("Office 2003 Professional");
  - (8) TX 5-872-225 ("Office Access 2003");

- (9) TX 5-837-636 ("Office Excel 2003");
- (10) TX 5-900-087 ("Office Outlook 2003");
- (11) TX 5-852-649 ("Office PowerPoint 2003");
- (12) TX 5-900-088 ("Office Word 2003");
- (13) TX 5-837-618 ("Office Publisher 2003");
- (14) TX 5-329-272 ("Office XP Professional");
- (15) TX 5-321-421 ("Access 2002");
- (16) TX 5-318-231 ("Excel 2002");
- (17) TX 5-321-422 ("Outlook 2002");
- (18) TX 5-318-232 ("PowerPoint 2002");
- (19) TX 5-321-425 ("Word 2002");
- (20) TX 5-321-423 ("FrontPage 2002");
- (21) TX 4-905-936 ("Office 2000 Professional");
- (22) TX 4-905-950 ("Access 2000");
- (23) TX 4-905-949 ("Excel 2000");
- (24) TX 4-906-019 ("Outlook 2000");
- (25) TX 4-905-952 ("PowerPoint 2000");
- (26) TX 4-905-951 ("Word 2000");
- (27) TX 4-905-937 ("Publisher 2000");
- (28) TX 4-395-984 ("Office 97 Professional");
- (29) TX 5-871-115 ("Exchange Server 2003 Enterprise");
- (30) TX 5-195-890 ("SQL Server 2000");
- (31) TX 5-837-613 ("Office FrontPage 2003");
- (32) TX 5-837-620 ("One Note 2003");
- (33) TX 5-837-616 ("Project Server 2003");
- (34) TX 5-837-615 ("Office Project Professional 2003");

- (35) TX 5-581-505 ("Project Server 2002");
- (36) TX 5-578-198 ("Project Professional 2002");
- (37) TX 5-321-424 ("Publisher 2002");
- (38) TX 5-837-614 ("Visio 2003 Professional");
- (39) TX 5-788-106 ("Visual Studio .NET Enterprise Architect 2003");
- (40) TX 5-877-513 ("Business Contact Manager");
- (41) And any other items or works now or hereafter protected by any Microsoft copyright;
- b. willfully infringed Microsoft's rights in the following federally registered trademarks and service mark in violation of 15 U.S.C. § 1114:
  - (1) 1,200,236 ("MICROSOFT");
  - (2) 1,256,083 ("MICROSOFT");
  - (3) 1,872,264 ("WINDOWS");
  - (4) 1,816,354 (WINDOWS FLAG LOGO);
  - (5) 1,815,350 (COLORED WINDOWS LOGO);
  - (6) 1,475,795 ("POWERPOINT");
  - (7) 1,741,086 ("MICROSOFT ACCESS");
  - (8) 1,592,783 ("BOOKSHELF");
  - (9) 1,982,562 (PUZZLE PIECE LOGO);
  - (10) 2,744,843 (COLORED FLAG DESIGN);
  - (11) 2,188, 125 ("OUTLOOK"); and
  - (12) And any other items or works now or hereafter protected by any Microsoft trademark;

- c. committed and are committing acts of false designation of origin, false or misleading description of fact, and false or misleading representation against Microsoft, in violation of 15 U.S.C. § 1125(a);
- d. knowingly trafficked in counterfeit Microsoft COA Labels, documentation, and packaging in violation of 18 U.S.C. § 2318;
- e. engaged in unfair and deceptive trace practices and unfair methods of competition in violation of the New York Deceptive Trade Practices Act, N.Y. Gen. Bus. L. § 349, et seq. and New York common law; and
- f. otherwise injured the business reputation and business of Microsoft by the acts and conduct set forth in this Complaint.
- 2. That the Court issue injunctive relief against Defendants, and that Defendants, their officers, agents, representatives, servants, employees, attorneys, successors and assigns, and all others in active concert or participation with Defendants, be enjoined and restrained from:
- a. imitating, copying, or making any other infringing use or infringing distribution of the software and/or materials now or hereafter protected by the following copyright Certificates Registration Nos.:
  - (1) TX 5-407-055 ("Windows XP Professional");
  - (2) TX 5-036-267 ("Windows 2000 Professional");
  - (3) TX 4-687-920 ("Windows 98");
  - (4) TX 5-811-026 ("Windows 2003 Server");
  - (5) TX 5-036-268 ("Windows 2000 Server");
  - (6) TX 4-395-740 ("Windows NT Workstation 4.0");
  - (7) TX 5-837-617 ("Office 2003 Professional");
  - (8) TX 5-872-225 ("Office Access 2003");
  - (9) TX 5-837-636 ("Office Excel 2003");

- (10) TX 5-900-087 ("Office Outlook 2003");
- (11) TX 5-852-649 ("Office PowerPoint 2003");
- (12) TX 5-900-088 ("Office Word 2003");
- (13) TX 5-837-618 ("Office Publisher 2003");
- (14) TX 5-329-272 ("Office XP Professional");
- (15) TX 5-321-421 ("Access 2002");
- (16) TX 5-318-231 ("Excel 2002");
- (17) TX 5-321-422 ("Outlook 2002");
- (18) TX 5-318-232 ("PowerPoint 2002");
- (19) TX 5-321-425 ("Word 2002");
- (20) TX 5-321-423 ("FrontPage 2002");
- (21) TX 4-905-936 ("Office 2000 Professional");
- (22) TX 4-905-950 ("Access 2000");
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- (24) TX 4-906-019 ("Outlook 2000");
- (25) TX 4-905-952 ("PowerPoint 2000");
- (26) TX 4-905-951 ("Word 2000");
- (27) TX 4-905-937 ("Publisher 2000");
- (28) TX 4-395-984 ("Office 97 Professional");
- (29) TX 5-871-115 ("Exchange Server 2003 Enterprise");
- (30) TX 5-195-890 ("SQL Server 2000");
- (31) TX 5-837-613 ("Office FrontPage 2003");
- (32) TX 5-837-620 ("One Note 2003");
- (33) TX 5-837-616 ("Project Server 2003");
- (34) TX 5-837-615 ("Office Project Professional 2003");
- (35) TX 5-581-505 ("Project Server 2002");

- (36) TX 5-578-198 ("Project Professional 2002");
- (37) TX 5-321-424 ("Publisher 2002");
- (38) TX 5-837-614 ("Visio 2003 Professional");
- (39) TX 5-788-106 ("Visual Studio .NET Enterprise Architect 2003");
- (40) TX 5-877-513 ("Business Contact Manager"); and
- (41) And any other items or works now or hereafter protected by any Microsoft copyright;
- b. imitating, copying, or making any other infringing use or infringing distribution of the software and/or materials now or hereafter protected by the Microsoft's registered trademarks and service mark, including, but not limited to, the following Trademark Registration Nos.:
  - (1) 1,200,236 ("MICROSOFT");
  - (2) 1,256,083 ("MICROSOFT");
  - (3) 1,872,264 ("WINDOWS");
  - (4) 1,816,354 (WINDOWS FLAG LOGO);
  - (5) 1,815,350 (COLORED WINDOWS LOGO);
  - (6) 1,475,795 ("POWERPOINT");
  - (7) 1,741,086 ("MICROSOFT ACCESS");
  - (8) 1,592,783 ("BOOKSHELF");
  - (9) 1,982,562 (PUZZLE PIECE LOGO);
  - (10) 2,744,843 (COLORED FLAG DESIGN);
  - (11) 2,188, 125 ("OUTLOOK"); and
  - (12) And any other items or works now or hereafter protected by any Microsoft trademark;

- c. manufacturing, assembling, producing, distributing, offering for distribution, circulating, selling, offering for sale, advertising, importing, promoting, or displaying any software, component, or thing bearing any simulation, reproduction, counterfeit, copy, or colorable imitation of any of Microsoft's registered Trademarks, Service Mark or Copyright Registration Numbers, including, but not limited to, those listed in Sections 2.a and 2.b above;
- d. using any simulation, reproduction, counterfeit, copy, or colorable imitation of Microsoft's registered Trademarks, Service Mark, or Copyright Registration Numbers including, but not limited to, those listed in Sections 2.a and 2.b above, in connection with the manufacture, assembly, production, distribution, offering for distribution, circulation, sale, offering for sale, import, advertisement, promotion, or display of any software program, component, and/or item not authorized or licensed by Microsoft;
- e. using any false designation of origin or false or misleading description or false or misleading representation that can or is likely to lead the trade or public erroneously to believe that any software program, component, or item has been manufactured, assembled, produced, distributed, offered for distribution, circulated, sold, offered for sale, imported, advertised, promoted, displayed, licensed, sponsored, approved, or authorized by or for Microsoft, when such is not true in fact;
- f. using reproductions, counterfeits, copies or colorable imitations of Microsoft's copyrighted and trademark protected software and other materials in the distribution, offering for distribution, circulating, sale, offering for sale, advertising, importing, promoting, or displaying of any merchandise not authorized or licensed by Microsoft;
- g. using the names, logos, or other variations thereof of any of
   Microsoft's copyright and/or trademark-protected software in any of the Defendants' trade
   or corporate names;

- h. engaging in any other activity constituting an infringement of any of Microsoft's trademarks, service mark and/or copyrights, or of Microsoft's rights in, or right to use or to exploit, these trademarks, service mark, and/or copyrights;
- i. trafficking, distributing or intending to distribute any counterfeit or illicit Microsoft Certificates of Authenticity or Certificate of Authenticity Labels, or any Microsoft documentation or packaging; and
- j. assisting, aiding, or abetting any other person or business entity in engaging in or performing any of the activities referred to in subparagraphs a through i above.
- 3. That the Court enter an order of impoundment pursuant to 15 U.S.C. § 1116(a)(d)(1)(A), 17 U.S.C. §§ 503 and 509(a), 18 U.S.C. § 2318(f)(2)(B) and 28 U.S.C. § 1651(a) impounding all counterfeit and infringing copies of purported Microsoft software and/or materials bearing any of Microsoft's trademarks or service marks, counterfeit or illicit Microsoft Certificates of Authenticity or Certificate of Authenticity Labels, or any Microsoft documentation or packaging, and any related items, including business records, that are in Defendants' possession or under their control;
- 4. That the Court enter an order declaring that Defendants hold in trust, as constructive trustees for the benefit of Microsoft, their illegal profits obtained from their distribution of counterfeit and infringing copies of Microsoft's software and/or materials;
- 5. That the Court enter an order requiring Defendants to provide Microsoft a full and complete accounting of all profits obtained from their marketing or distribution of counterfeit and infringing copies of Microsoft's software and/or materials, and of any other amounts due and owing to Microsoft as a result of Defendants' illegal activities;
- 6. That the Court order Defendants to pay Microsoft's general, special, actual, and statutory damages as follows:

a. Microsoft's damages and Defendants' profits pursuant to 17 U.S.C. § 504(b) or, alternatively, enhanced statutory damages pursuant to 17 U.S.C. § 504(c) and 17 U.S.C. § 504(c)(2), for Defendants' willful infringement of Microsoft's copyrights;

b. Microsoft's damages and Defendants' profits pursuant to 15 U.S.C. § 1117(a), trebled pursuant to 15 U.S.C. § 1117(b) for Defendants' willful violation of Microsoft's registered trademarks and service mark, or in the alternative, statutory damages pursuant to 15 U.S.C. § 1117(c) for each counterfeit mark;

c. Microsoft's damages and Defendants' profits pursuant to 18 U.S.C. § 2318(f)(3), or in the alternative, statutory damages pursuant to 18 U.S.C. § 2318(f)(4); and

d. Microsoft's damages and Defendants profits pursuant to N.Y. Gen.
 Bus. L. § 349, et seq. and New York common law.

7. That the Court order Defendants to pay to Microsoft both the costs of this action and the reasonable attorneys' fees incurred by Microsoft in prosecuting this action; and

8. That the Court grant to Microsoft such other and additional relief as is just and proper.

DATED:

New York, New York December 13, 2005

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 ${\it Counsel for Plaintiff Microsoft Corporation}$ 

#### **CERTIFICATE OF REGISTRATION**



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The Information on this certificate has been made a part of the Copyright Office records.

FORM TX
For a Nondramatic Literary Work
UNITED STATES COPYRIGHT OFFICE





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